

**CITY OF EL PASO, TEXAS
AGENDA ITEM
DEPARTMENT HEAD'S SUMMARY FORM**

DEPARTMENT: Police Department

AGENDA DATE: May 14, 2013

CONTACT PERSON NAME AND PHONE NUMBER: Assistant Chief Robert E. Feidner, 564-7309

DISTRICT(S) AFFECTED: ALL

SUBJECT:

Approve a consent to assignment of the existing License to Use City Facility and Service Agreement with Integrated Forensic Laboratories (IFL), Inc. between the City of El Paso and IFL (Contract) to NMS Labs, Inc., subsidiary of IFL, LLC.

BACKGROUND / DISCUSSION:

The approved Contract was effective September 4, 2012 for a five-year term ending on September 3, 2017 with the City's option to extend one additional two-year term.

On April 3, 2013, NMS Labs, Inc. informed the City of El Paso of the impending acquisition of IFL, Inc. assets through NMS Labs, Inc. wholly-owned subsidiary, IFL, LLC, and requested the City's consideration for the assignment of the current IFL, Inc. Contract to NMS Labs, Inc. subsidiary IFL, LLC.

PRIOR COUNCIL ACTION:

City Council approved the Contract on August 28, 2012.

AMOUNT AND SOURCE OF FUNDING:

In FY13, the Contract is funded by General Fund 21110-1000 and Confiscated Funds 21270-522150-4342-PS002320 for an estimated amount not to exceed \$466,500.00. This assignment creates no change to the funding source or amount. Subsequent fiscal years will fund the Contract through General Fund. The total amount of the contract for the initial five-year period is an estimated amount not to exceed \$2,492,496.76.

BOARD / COMMISSION ACTION:

*****REQUIRED AUTHORIZATION*****

DEPARTMENT HEAD:



(If Department Head Summary Form is initiated by Purchasing, client department should sign also)

Information copy to appropriate Deputy City Manager

**COUNCIL PROJECT FORM
(ASSIGNMENT)**

*******POSTING LANGUAGE BELOW*******

Please place the following item on the **REGULAR** agenda under **PURCHASING REQUESTS** for the Council Meeting of **MAY 14, 2013**.

Request that the City Manager be authorized to sign Consent to Assignment of the contract by and between the CITY OF EL PASO, Intergrated Forensic Laboratories, Inc. ("Assignor") and NMS Labs, Inc. ("Assignee") with respect to the City of El Paso Contract 2012-189R Crime Lab Services.

STATE OF TEXAS)
)
COUNTY OF EL PASO)

CONSENT TO ASSIGNMENT

This Consent to Assignment is executed this _____ day of _____, 2013, by and between the City of El Paso (the "City"), Integrated Forensic Laboratories, Inc. ("Assignor"), and NMS Labs, Inc. though a wholly-owned subsidiary Integrated Forensic Laboratories, LLC, ("Assignee").

WHEREAS, on or about August 28, 2012, the City entered into a License to Use City Facility and Service Agreement ("Agreement") with Assignor, which is fully incorporated herein by reference, for Assignor to manage and maintain an on-site forensic crime laboratory at City's Police Department's head quarters and to provide certain forensic analysis services ;

WHEREAS, after entering into the Contract, Assignee purchased certain Assignor's assets;
and

WHEREAS, the Agreement provides that it is not assignable without the consent of the City; and

WHEREAS, Assignor has requested that the City approve an assignment of the Agreement to Assignee; and

WHEREAS, Assignee has agreed to be responsible for all duties and obligations under the Contract; and

WHEREAS, the City agrees to the assignment of all rights, duties and obligations encompassed in the Contract to Assignee.

NOW, THEREFORE, IT IS HEREBY AGREED as follows:

1. The City consents to the assignment of the rights, duties and obligations under the Agreement to Assignee.

2. Assignee agrees to assume and perform all duties, obligations and responsibilities under the Agreement to Assignee.
3. All terms and conditions of the Agreement to Assignee shall remain in full force and effect.
4. Assignee agrees to indemnify, defend and hold harmless the City from and against any and all claims, demands, causes of action, court costs, expenses, and attorney's fees which are connected with or arise from the assignment of this Contract or the City's acceptance and recognition of the assignment of the Agreement to Assignee.

(Signature Page to follow)

STATE OF TEXAS)
)
COUNTY OF EL PASO)

CONSENT TO ASSIGNMENT

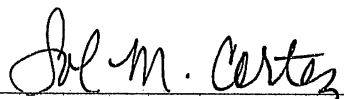
(Signature Page)

EXECUTED this the _____ day of _____, 2013

THE CITY OF EL PASO

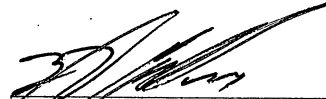
Joyce A. Wilson
City Manager

APPROVED AS TO FORM:



Sol M. Cortez
Assistant City Attorney

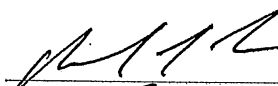
APPROVED AS TO CONTENT:



Bruce D. Collins, Purchasing Manager
Department of Financial Services

ASSIGNOR:

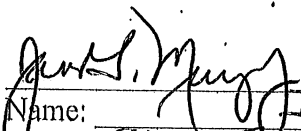
Integrated Forensic Laboratories, Inc.



Name: Ronald T Fazio
Title: President

ASSIGNEE:

NMS Labs, Inc.



Name: James G. Murphy
Title: Chief Financial Officer